

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION

In re:)	Chapter 11
)	
EASTERN LIVESTOCK CO., LLC,)	Case No. 10-93904-BHL-11
)	
Debtor.)	

AFFIDAVIT OF JAMES M. CARR
AS SUPPLEMENTAL RULE 2014 DISCLOSURE

James M. Carr, under penalties of perjury, says:

1. I am an attorney admitted to practice before the United States District Court for the Southern District of Indiana and am a partner in the law firm of Faegre Baker Daniels LLP ("FBD"). Prior to a merger of law firms that was effective on January 1, 2012, I was a partner in the law firm of Baker & Daniels LLP ("B&D"). This affidavit is submitted as an additional disclosure pursuant to Bankruptcy Rule 2014.

2. I have reviewed the "Response to Renewal of Objection of First Bank to Application to Employ Baker & Daniels LLP (n/k/a Faegre Baker Daniels LLP) As Counsel to Trustee and the Bluegrass Joinder Thereto" (the "FBD Response"). I have personal knowledge and have reviewed the records of FBD with regard to the truth and accuracy of facts set forth in section IV at pages 11 through the middle of 14 of the FBD Response. The facts set forth therein are true and accurate to the best of my knowledge, information and belief.

3. I will refer to myself and my law partners Terry E. Hall and Kevin M. Toner as the "Principal FBD Lawyers". The Principal FBD Lawyers have played leading roles in FBD's

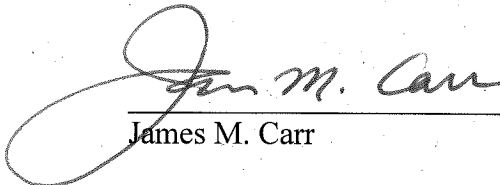
representation of James A. Knauer as chapter 11 trustee (the "Trustee") for Eastern Livestock Company, LLC ("ELC") in this case.

4. During the past four years (from July 1, 2008 through August 13, 2012), to the best of my knowledge, information and belief, none of the Principal FBD Lawyers has represented 1) any of the entities referred to as Wells Fargo in the FBD Response or 2) Fifth Third Bank ("Fifth Third") except as follows: Terry Hall spent a total of 19.8 hours in 2008 and 2009 and 0.9 hours in 2011 representing Wells Fargo Equipment Finance, Inc. in connection with a matter that was totally unrelated to ELC or this chapter 11 case.

5. To the best of my knowledge, information and belief, from December 6, 2010 through the current date, in providing advice to and performing services for the Trustee none of the Principal FBD Lawyers has taken into consideration or was influenced by any past, then present or potential future representation by FBD of Wells Fargo or Fifth Third.

6. To the best of my knowledge, information and belief, from December 6, 2010 through the current date, none of the Principal FBD Lawyers has communicated with any FBD lawyer responsible for management of FBD or any of FBD's practice groups regarding any potential impact of FBD's representation of the Trustee on any then current or potential future representation of Wells Fargo or Fifth Third by FBD.

I affirm, under the penalties of perjury, the foregoing statements are true.


James M. Carr